IN THE UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF TENNESSEE
NASHVILLE DIVISION

ESTATE OF ARMENTIA CHATMON, a/k/a ARMENTER CHATMON, p/k/a "BO CARTER" or "BO CHATMON" **Plaintiff,** **v.** **WARNER MUSIC GROUP CORP., SONY/ATV MUSIC PUBLISHING, EMI MILLS MUSIC, INC., RHINO ENTERTAINMENT COMPANY, d/b/a RHINO RECORDS, VIACOM, INC., d/b/a VIACOM INTERNATIONAL, INC., FOLKWAYS MUSIC PUBLISHIERS, INC., HAL LEONARD LLC, J.W. PEPPER & SONS, INC., ERIC CLAPTON, AND JOHN DOE NOS. 1-10.**	)	**No. 3:16-cv-02722** **Judge Waverly D. Crenshaw** **Mag. Judge Barbara J. Holmes**

DECLARATION OF LEE PAYNTER

Lee Paynter declares and states as follows from his/her own personal knowledge:

1. I am over the age of eighteen (18) and I am competent to give this Declaration. I have personal knowledge of all the following facts and, if called to testify, could and would testify competently thereto.

2. I am the Chief Operating Officer for J.W. Pepper & Son, Inc., a Pennsylvania corporation ("J.W. Pepper"). In this role, I am familiar with the operations of the company and have access to its books and records.

3. As alleged in the Complaint, J.W. Pepper is a corporation existing under the laws of the Commonwealth of Pennsylvania. Its principal place of business is in Exton, Pennsylvania.

4. J.W. Pepper has no registered agent for service of process in Tennessee.

5. J.W. Pepper has no employees who reside or regularly work in Tennessee and I work and reside in Pennsylvania.

6. J.W. Pepper owns no real estate in Tennessee.

7. J.W. Pepper leases no property in Tennessee.

8. J.W. Pepper does not have an office in Tennessee.

9. J.W. Pepper is not registered with the Secretary of State in Tennessee.

10. J.W. Pepper pays those royalties which it is obligated to pay from its offices in Pennsylvania.

11. Any correspondence to J.W. Pepper concerning copyrights and/or royalties would be directed to its Pennsylvania office. Similarly, any correspondence from J.W. Pepper concerning copyrights and/or royalties would originate from its Pennsylvania office.

12. J.W. Pepper has no witnesses or documents located in Tennessee.

I DECLARE UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE UNITED STATES THAT THE FOREGOING IS TRUE AND CORRECT.

Dated: Feb 1, 2017

Lee Paynter